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Counsel to the Liquidating Trustee

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----	x	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	:	Case No. 08-35653 (KRH)
	:	
Debtors.	:	
-----	:	Jointly Administered
	x	

**FIRST ORDER REGARDING LIQUIDATING TRUST'S FORTY-THIRD
OMNIBUS OBJECTION TO LANDLORD AND CONTRACTOR CLAIMS
(REDUCTION OF CERTAIN PARTIALLY INVALID CLAIMS,
RECLASSIFICATION OF CERTAIN MISCLASSIFIED CLAIMS,
DISALLOWANCE OF CERTAIN INVALID
CLAIMS, DISALLOWANCE OF CERTAIN LATE-FILED CLAIMS,
AND DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

THIS MATTER having come before the Court¹ on the Liquidating Trust's Forty-Third Omnibus Objection to Landlord and Contractor Claims (Reduction of Certain Partially Invalid Claims, Reclassification of Certain Misclassified Claims, Disallowance of Certain Invalid Claims, Disallowance of Certain of Late Filed Claims, and Disallowance of Certain Amended Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit C through Exhibit G attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED, as set forth herein.
2. The Claims identified on Exhibit A as attached hereto and incorporated herein are forever reclassified in these bankruptcy cases in the manner stated in Exhibit A.
3. The Claims identified on Exhibit B through Exhibit C as attached hereto and incorporated herein are forever disallowed in their entirety for all purposes in these bankruptcy cases.
4. The Court will conduct a status conference on October 9, 2012 at

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

2:00 p.m. for all Claims identified on Exhibit D attached hereto.

5. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.

6. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia
_____, 2012

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Lynn L. Tavenner

Lynn L. Tavenner (VA Bar No. 30083)

Paula S. Beran (VA Bar No. 34679)

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Richmond, Virginia 23219

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New York, New York 10017

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Counsel to the Circuit City Stores, Inc.

Liquidating Trust

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner

Lynn L. Tavenner

In re Circuit City Stores, et al., Case No. 08-35653 (KRH)
Liquidating Trust's Forty-Third Omnibus Objection to Landlord Claims

EXHIBIT A

CLAIMS TO BE RECLASSIFIED					RECLASSIFIED CLAIMS	
Date Filed	Claim Number	Name Address	Claim Amount	Debtor	Reclassified Claim Amount	Debtor
1/21/2009	4913	ENTERTAINMART MARK KANE 6515 PEMBERTON DR DALLAS, TX 75230	\$29,000.00 Secured	CIRCUIT CITY STORES, INC.	\$29,000.00 General Unsecured	CIRCUIT CITY STORES, INC.

In re Circuit City Stores, et al., Case No. 08-35653 (KRH)
Liquidating Trust's Forty-Third Omnibus Objection to Landlord Claims
EXHIBIT B

INVALID CLAIMS TO BE EXPUNGED				
Date Filed	Claim Number	Name Address	Claim Amount	Debtor
5/27/2009	13046	BPP WB LLC John C La Liberte Esq Sherin and Lodgen LLP 101 Federal St Boston, MA 02110	\$802,236.19 General Unsecured	CIRCUIT CITY STORES, INC.
12/17/2008	1665	CC Investors 1995 3 Ronald G Cameron Administrative Trustee 1004 Commercial Ave No 353 Anacortes, WA 98221	\$387,758.80 General Unsecured	CIRCUIT CITY STORES, INC.
3/30/2009	11985	CC Investors 1996 12 Rick Donald CB Richard Ellis Boulos Property Manage One Canal Plz Ste 500 Portland, ME 04112	\$688,609.09 General Unsecured	CIRCUIT CITY STORES, INC.
1/28/2009	7532	CC Joliet Trust c o Paragon Affiliates Inc 1 Paragon Dr Ste No 145 Montvale, NJ 07645	\$399,876.03 General Unsecured	CIRCUIT CITY STORES, INC.
4/21/2009	12318	Circuit PA Corp Sigmond Sommer Properties Attn ronald Dictrow 279 Birchwood Park Dr Jericho, NY 11753-2306	\$612,522.66 General Unsecured	CIRCUIT CITY STORES, INC.
1/22/2009	4336	Maryl Pacific Construction Inc Jerrold K Guben Esq O Connor Playdon & Guben LLC 773 Bishop St Ste 2400 Honolulu, HI 96813	\$1,799,467.92 General Unsecured	CIRCUIT CITY STORES, INC.
1/29/2009	8573	STOR ALL NEW ORLEANS, L L C 259 LAKE VISTA DR MANDEVILLE, LA 70471	\$617,625.99 General Unsecured	CIRCUIT CITY STORES, INC.

In re Circuit City Stores, et al, Case No. 08-35653 (KRH)
Liquidating Trust's Forty-Third Omnibus Objection to Landlord Claims
EXHIBIT C

AMENDED CLAIMS TO BE EXPUNGED					SURVIVING CLAIMS		
Date Filed	Claim Number	Name Address	Claim Amount	Debtor	Surviving Claim Number	Surviving Claim Amount	Debtor
6/12/2009	13695	Abercorn Common LLP Nicholas W Whittenburg c o Miller & Martin PLLC Volunteer Building Ste 1000 832 Georgia Ave Chattanooga, TN 37402	\$41,819.26 Admin Priority	CIRCUIT CITY STORES, INC.	15253	\$44,082.75 Admin Priority	CIRCUIT CITY STORES, INC.
3/23/2009	11929	Bank of America National Association as S Registered Holders of CDC Commercial M c o Capmark Finance Inc Peyton Inge 700 N Pearl St Ste 2200 Dallas, TX 75201	\$1,097,798.93 General Unsecured	CIRCUIT CITY STORES, INC.	14859	Unliquidated, but not less than \$1,097,798.93 General Unsecured	CIRCUIT CITY STORES, INC.
6/23/2009	13480	WCC Properties LLC ADI Properties 1660 Union St Ste 400 San Diego, CA 92101	\$5,117,498.04 General Unsecured	CIRCUIT CITY STORES WEST COAST, INC.	15261	\$810,533.50 General Unsecured	CIRCUIT CITY STORES WEST COAST, INC.

In re Circuit City Stores, Inc, et al. Case No. 08-35653 (KRH)

LIQUIDATING TRUST'S FORTY-THIRD OMNIBUS OBJECTION – EXHIBIT D

OBJECTIONS ADJOURNED TO OCTOBER 9, 2012

Claim Holder	Claim	Exhibit
Abercorn Common LLLP C O LNR PARTNERS LLC 1601 WASHINGTON AVE STE 700 MIAMI BEACH, FL 33139	12682	EXHIBIT G: Amended Claims to be Expunged
Bank of America NA as successors by merger to LaSalle Bank National Association as Trustee for the Registered Holders of GMAC Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9449	EXHIBIT C: Reduction of Certain Partially Invalid Claims
Bank of America National Association as successor by merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9734	EXHIBIT E: Invalid Claims to be Expunged
Bank of America National Association as successor by merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9721	EXHIBIT E: Invalid Claims to be Expunged
Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9707	EXHIBIT E: Invalid Claims to be Expunged
Bond Circuit IV Delaware Business Trust Mark B Conlan Esq Gibbons PC One Gateway Ctr Newark, NJ 07102-5310	12765	EXHIBIT G: Amended Claims to be Expunged

Claim Holder	Claim	Exhibit
CarMax Auto Super Stores Inc & CarMax Inc Paul S Bliley Jr Esq Williams Mullen PO Box 1320 Richmond, VA 23218-1320	14809	EXHIBIT E: Invalid Claims to be Expunged
CC Independence LLC Attn Eric J Rietz Esq c/o Priscilla Rietz 1355 Lemond Road Owatonna, MN 55060	9413	EXHIBIT E: Invalid Claims to be Expunged
CC Investors 1996 14 Kamin Realty Company 490 S Highland Ave Pittsburgh, PA 15206	11572	EXHIBIT E: Invalid Claims to be Expunged
CC Lafayette LLC Attn Eric J Rietz Esq c/o Priscilla Rietz 1355 Lemond Road Owatonna, MN 55060	9407	EXHIBIT E: Invalid Claims to be Expunged
CC Madison PJR LLC CC Madison EJR LLC CC Madison TFR LLC & CC Madison JLR LLC Attn Eric J Rietz Esq c/o Priscilla Rietz 1355 Lemond Road Owatonna, MN 55060	9416	EXHIBIT E: Invalid Claims to be Expunged
CC Minnetonka LLC Attn Eric J Rietz Esq c/o Priscilla Rietz 1355 Lemond Road Owatonna, MN 55060	9424	EXHIBIT E: Invalid Claims to be Expunged
CC Roseville LLC Attn Eric J Rietz Jr c/o Priscilla Rietz 1355 Lemond Road Owatonna, MN 55060	9417	EXHIBIT E: Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
Circuit IL Corp Sigmond Sommer Properties 279 Birchwood Park Dr Jericho, NY 11753-2306	5027	EXHIBIT E: Invalid Claims to be Expunged
Circuit Investors No 4 Thousand Oaks Limited Partnership c o Niclas A Ferland Esq LeClairRyan A Professional Corporation 555 Long Wharf Dr 8th Fl New Haven, CT 06511	8163	EXHIBIT E: Invalid Claims to be Expunged
CMAT 1999 C1 Grand River Avenue LLC c o Mindy A Mora Bilzin Sumberg Baena Price & Axelrod LLP 200 S Biscayne Blvd Ste 2500 Miami, FL 33131	5002	EXHIBIT C: Reduction of Certain Partially Invalid Claims
Cousins Properties Incorporated Los Altos Market Center 335932 12 Attn Dustin P Branch 2029 Century Park East 26th Fl Los Angeles, CA 90067	15248	EXHIBIT E: Invalid Claims to be Expunged
GCCFC 2007 GG9 Abercorn Street Limited Partnership 5900 N Andrews Ave Ste 625 Fort Lauderdale, FL 33309	15253	EXHIBIT C: Reduction of Certain Partially Invalid Claims
Pembroke Crossing LTD Prudential 204404 122 Attn Dustin P Branch Katten Muchin Rosenman LLP 2029 Century Park E 26th Fl Los Angeles, CA 90067-3012	15247	EXHIBIT E: Invalid Claims to be Expunged
WCC Properties, LLC Douglas A. Scott, PLC 1805 Monument Avenue, Suite 311 Richmond, VA 23220	15261	EXHIBIT F: Late Filed Claims to be Expunged

Claim Holder	Claim	Exhibit
WCC Properties, LLC Douglas A. Scott, PLC 1805 Monument Avenue, Suite 311 Richmond, VA 23220	15261	EXHIBIT C: Reduction of Certain Partially Invalid Claims
WEA Gateway LLC c o Niclas A Ferland Esq LeClairRyan A Professional Corporation 555 Long Wharf Dr 8th Fl New Haven, CT 06511	12162	EXHIBIT C: Reduction of Certain Partially Invalid Claims
WEC 96 D Appleton 2 Investment Trust Attn Jason Blumberg Esq Loeb & Loeb LLP 345 Park Ave New York, NY 10154	12911	EXHIBIT E: Invalid Claims to be Expunged
WEC 96D Springfield 1 Investment Trust Attn Jason Blumberg Esq Loeb & Loeb LLP 345 Park Ave New York, NY 10154	12572	EXHIBIT E: Invalid Claims to be Expunged